

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM427192

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Kaolin Mushroom Farms, Inc.		05/11/2017	Corporation: PENNSYLVANIA
RECEIVING PARTY DATA			
Name:	Manufacturers and Traders Trust Company		
Street Address:	One M & T Plaza		
City:	Buffalo		
State/Country:	NEW YORK		
Postal Code:	14203		
Entity Type:	Corporation: NEW YORK		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	2180292	SELECT SOILS	
Registration Number:	1661013	SOUTH MILL	
Registration Number:	2620591	SOUTH MILL GROWING AND DISTRIBUTING MUSH	
Registration Number:	5120138	PORTA BÉLA	
Registration Number:	5120136	PORTA BÉLA	
Registration Number:	3688934	SOUTH MILL	
CORRESPONDENCE DATA			
Fax Number:	3125693459		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	3125691459		
Email:	ipdocketchicago@dbr.com		
Correspondent Name:	Drinker Biddle & Reath LLP		
Address Line 1:	191 North Wacker Drive, Suite 3700		
Address Line 2:	c/o Melissa S. Dillenbeck, Esq.		
Address Line 4:	Chicago, ILLINOIS 60606		
ATTORNEY DOCKET NUMBER:	556959		
NAME OF SUBMITTER:	Melissa S. Dillenbeck		
SIGNATURE:	/Melissa S. Dillenbeck/		
DATE SIGNED:	05/11/2017		

CH \$165.00 2180292

Total Attachments: 5

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UNITED STATES TRADEMARK SECURITY AGREEMENT

This TRADEMARK SECURITY AGREEMENT (this “**Agreement**”) dated as of May 11, 2017 is made by and between MANUFACTURERS AND TRADERS TRUST COMPANY, in its capacity as Administrative Agent (together with its successors and assigns, in such capacity, the “**Lender**”), and Kaolin Mushroom Farms, Inc., a corporation organized under the laws of Pennsylvania (together with its successors and permitted assigns, the “**Grantor**”).

WHEREAS, this Agreement will be filed with the United States Patent and Trademark Office to among other things indicate that Lender is collateral assignee with respect to the Trademarks (as defined herein) listed on Schedule A hereto;

WHEREAS, Grantor is the owner of certain trademarks, including the applications and registrations thereof, together with the goodwill of the business connected with the use of and symbolized by the trademarks and all proceeds thereof, including, without limitation, any and all past, present and future causes of action which may exist by reason of infringement thereof, set forth on Schedule A hereto (collectively, the “**Trademarks**”); and

WHEREAS, the Grantor and Lender executed a Security Agreement, dated as of the date hereof (as amended, restated, amended and restated, modified or supplemented from time to time, the “**Security Agreement**”), pursuant to which Grantor granted and agreed to grant to Lender a security interest in certain of its assets to secure obligations owing to Lender and certain other lenders.

NOW, THEREFORE, for good and valuable consideration, Grantor hereby pledges and grants (and confirms and ratifies all other pledges and grants heretofore made to Lender) to Lender a security interest and lien in and to the Trademarks to secure the Secured Obligations (as defined in the Security Agreement), subject to the terms and conditions of the Security Agreement.

Executed as of the date first above written.

GRANTOR: KAOLIN MUSHROOM FARMS, INC.

By: 

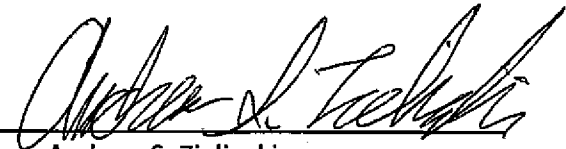
Name: Michael L. Pia

Title President

[Signature Page to United States Trademark Security Agreement]

**TRADEMARK
REEL: 006055 FRAME: 0025**

**LENDER: MANUFACTURERS AND TRADERS TRUST
COMPANY, in its capacity as Administrative Agent**



By: 
Name: Andrew S. Zielinski
Title: Vice President

[Signature Page to United States Trademark Security Agreement]

**TRADEMARK
REEL: 006055 FRAME: 0026**

Schedule A

Trademarks

Mark/Name/AN/RN	Full Goods/Services	Status/Status Date	Owner
SELECT SOILS RN: 2180292 SN: 75286617	(Int'l Class: 01) potting soil mixtures sold in bulk or bag form (Int'l Class: 31) top soil mixtures sold in bulk or bag form	Renewed Principal Register - Sec. 2(F) August 11, 2008	Kaolin Mushroom Farms, Inc. (PENNSYLVANIA CORP.)
SOUTH MILL RN: 1661013 SN: 74089968	(Int'l Class: 31) fresh mushrooms	Renewed October 15, 2011	Kaolin Mushroom Farms, Inc. (PENNSYLVANIA CORP.)
SOUTH MILL GROWING AND DISTRIBUTING MUSHROOMS, PRODUCE AND MORE! (Stylized)  RN: 2620591 SN: 76257981	(Int'l Class: 29) dried, precooked, canned, marinated or otherwise processed mushrooms, fruits and vegetables (Int'l Class: 31) fresh mushrooms, fruits and vegetables	Renewed September 17, 2012	Kaolin Mushroom Farms, Inc. (PENNSYLVANIA CORP.)
PORTA BÉLA and Design  RN: 5120138 SN: 86592855	(Int'l Class: 29) frozen appetizers consisting primarily of vegetables	Registered January 10, 2017	Kaolin Mushroom Farms, Inc. (PENNSYLVANIA CORP.)
PORTA BÉLA (Stylized)	(Int'l Class: 29) frozen appetizers consisting primarily of	Registered January 10, 2017	Kaolin Mushroom Farms, Inc. (PENNSYLVANIA CORP.)

Mark/Name/AN/RN	Full Goods/Services	Status/Status Date	Owner
<p>porta béla</p> <p>RN: 5120136 SN: 86592848</p>	<p>vegetables</p>		
<p>SOUTH MILL RN: 3688934 SN: 77688044</p>	<p>(Int'l Class: 29) processed mushrooms (Int'l Class: 35) wholesale distributorships featuring mushrooms</p>	<p>Registered 8 & 15 November 7, 2014</p>	<p>Kaolin Mushroom Farms, Inc. (PENNSYLVANIA CORP.)</p>